

Fill in this information to identify your case:

United States Bankruptcy Court for the:

WESTERN DISTRICT OF NORTH CAROLINA

Case number (if known) Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Aetius Restaurant Holdings, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 45-3857336

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

6100 Fairview Road, Suite 1156
Charlotte, NC 28210

Number, Street, City, State & ZIP Code

Mecklenburg
County

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

Debtor **Aetius Restaurant Holdings, LLC**
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

7225

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check **all** that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

Debtor Aetius Restaurant Holdings, LLC Case number (if known) _____
Name

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? ☐ No ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor Aetius Companies, LLC Relationship Parent
District Western District of North Carolina When _____ Case number, if known _____

11. Why is the case filed in this district? Check all that apply:
☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? ☒ No ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.
- Why does the property need immediate attention?** (Check all that apply.)
☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
☐ It needs to be physically secured or protected from the weather.
☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
☐ Other _____
- Where is the property?** _____
Number, Street, City, State & ZIP Code
- Is the property insured?**
☐ No
☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds Check one:
☒ Funds will be available for distribution to unsecured creditors.
☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors ☒ 1-49 ☐ 1,000-5,000 ☐ 25,001-50,000
☐ 50-99 ☐ 5001-10,000 ☐ 50,001-100,000
☐ 100-199 ☐ 10,001-25,000 ☐ More than 100,000
☐ 200-999

15. Estimated Assets ☐ \$0 - \$50,000 ☒ \$1,000,001 - \$10 million ☐ \$500,000,001 - \$1 billion
☐ \$50,001 - \$100,000 ☐ \$10,000,001 - \$50 million ☐ \$1,000,000,001 - \$10 billion
☐ \$100,001 - \$500,000 ☐ \$50,000,001 - \$100 million ☐ \$10,000,000,001 - \$50 billion
☐ \$500,001 - \$1 million ☐ \$100,000,001 - \$500 million ☐ More than \$50 billion

Debtor **Aetius Restaurant Holdings, LLC** Case number (if known) _____
Name

16. Estimated liabilities

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☒ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor **Aetius Restaurant Holdings, LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **July 19, 2023**
MM / DD / YYYY

X /s/ Mark Cote

Signature of authorized representative of debtor

Mark Cote

Printed name

Title **President**

18. Signature of attorney

X /s/ Robert A. Cox, Jr.

Signature of attorney for debtor

Date **July 19, 2023**

MM / DD / YYYY

Robert A. Cox, Jr. 21998

Printed name

Hamilton Stephens Steele + Martin, PLLC

Firm name

**525 North Tryon Street, Suite 1400
Charlotte, NC 28202**

Number, Street, City, State & ZIP Code

Contact phone **704-344-1117**

Email address **rcox@lawhssm.com**

21998 NC

Bar number and State

**WRITTEN CONSENT OF i) BOARD OF MANAGERS
OF AETIUS COMPANIES, LLC, AND ii) MANAGERS OF AETIUS RESTAURANT GROUP,
LLC, AETIUS FRANCHISING, LLC, AETIUS RESTAURANT HOLDINGS, LLC, SW
CHARLOTTE LLC, JACKSONVILLE WWC, LLC, RALEIGH WINGS, LLC , NORTH
CHARLESTON WINGS LLC, WILMINGTON WINGS LLC, BLUFFTON WINGS LLC, VISTA
WINGS LLC, WINGS OVER SPARTANBURG LLC, ANDERSON WINGS, LLC, GASTONIA
WINGS, LLC, GREENVILLE WWC, LLC, SAVANNAH WWC, LLC, AETIUS
INTERMEDIATE COMPANY, LLC, WILD WINGS OF MCDONOUGH, LLC, WILD WINGS
OF CHARLOTTE, LLC, AND ROCK HILL WINGS, LLC**

July 15, 2023

The undersigned, being the majority of the Board of Managers (the “Aetius Board”) of Aetius Companies, LLC, a Delaware limited liability company (“Aetius”), and the Managers (together, the “Subsidiary Managers,” together with the Aetius Board, the “Authorized Bodies”) of Aetius Restaurant Group, LLC, a Delaware limited liability company; Aetius Franchising, LLC, a Delaware limited liability company; Aetius Restaurant Holdings, LLC, a Delaware limited liability company; a Delaware limited liability company; SW Charlotte LLC , a North Carolina limited liability company; Jacksonville WWC, LLC, a South Carolina limited liability company; Raleigh Wings, LLC , a North Carolina limited liability company; North Charleston Wings LLC, a South Carolina limited liability company; Wilmington Wings LLC, a North Carolina limited liability company; Bluffton Wings LLC, a South Carolina limited liability company; Vista Wings LLC, a South Carolina limited liability company; Wings Over Spartanburg LLC, a South Carolina limited liability company; Anderson Wings, LLC, a South Carolina limited liability company; Gastonia Wings, LLC, a North Carolina limited liability company; Greenville WWC, LLC, a North Carolina limited liability company; Savannah WWC, LLC, a South Carolina limited liability company, Aetius Intermediate Company, LLC, a Delaware limited liability company; Wild Wings of McDonough, LLC, a Delaware limited liability company; Wild Wings of Charlotte, LLC, a Delaware limited liability company, and Rock Hill Wings, LLC, a South Carolina limited liability company (together, the “Subsidiary Companies,” and each, a “Subsidiary Company,” and together with Aetius, the “Companies,” and each a “Company”) in accordance with the applicable limited liability company agreements for each Company, do hereby consent to, approve, and adopt the following resolutions by written consent in lieu of a meeting as of the date written above; and the taking of the actions contemplated thereby with respect to the Companies as of the date written above:

WHEREAS, each of the Authorized Bodies have considered the current financial condition of the Companies, and the ability of the Companies to continue to fund operations in the ordinary course of business;

WHEREAS, after careful consideration of all relevant facts and circumstances, and having consulted with the legal and financial advisors to the Companies, and having fully considered each of the strategic alternatives to the Companies, each of the Authorized Bodies have determined that to preserve the maximum value of the Companies as an enterprise, and to provide the greatest return to stakeholders, a petition should be filed for each of the Companies seeking relief under Chapter 11 of the Bankruptcy Code, and that the Companies undertake related actions thereto;

WHEREAS, the undersigned Authorized Bodies are empowered and have sufficient authority to take the actions and authorizations contemplated by these resolutions, pursuant to the terms of the applicable limited liability agreements.

NOW, THEREFORE, IT IS RESOLVED, THAT, each of the Authorized Bodies for the Companies, in their business judgment, and after consultation with legal and other advisors, has determined that it is desirable and in the best interest of the Companies that voluntary petitions for relief under Chapter 11 of the Bankruptcy Code be filed for each Company;

FURTHER RESOLVED THAT the Aetius Board does hereby authorize, approve, and direct that Aetius file or cause to be filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Western District of North Carolina, and the filing of such petition is authorized hereby;

FURTHER RESOLVED THAT the Aetius Board does hereby authorize the Subsidiary Managers for each Subsidiary Company to file or cause to be filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Western District of North Carolina, and the filing of such petitions are authorized hereby;

FURTHER RESOLVED THAT the Subsidiary Managers do hereby authorize, approve, and direct that each of the Subsidiary Companies file or cause to be filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Western District of North Carolina, and the filing of such petitions are authorized hereby;

FURTHER RESOLVED, that Mark Cote is hereby authorized, empowered and directed on behalf of, and in the name of, each Company to (a) appear as necessary at all bankruptcy proceedings on behalf of the Companies; (b) pay all such expenses where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein; (c) execute, verify and file on behalf of the Companies all documents necessary or appropriate in connection with the filing of said bankruptcy petition, including, without limitation, all petitions, affidavits, declarations, schedules, statements of financial affairs, lists, motions, applications, pleadings, and other papers or documents in connection with such bankruptcy cases; and (d) take and perform any and all actions deemed necessary and proper to obtain such relief as authorized herein and in connection with the bankruptcy case;

FURTHER RESOLVED, that the Companies are authorized and empowered on behalf of, and in the name of, each Company to engage the law firm of Hamilton Stephens Steele & Martin, PLLC ("HSSM") as general bankruptcy counsel to represent and assist the Companies in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance such Company's rights and interests, including filing any pleadings and making any filings with regulatory agencies or other governmental authorities; and, in connection therewith, each Authorized Body be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and after the filing of each Company's Chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of HSSM;

FURTHER RESOLVED, that the Companies, are authorized and empowered on behalf of, and in the name of, each Company to engage Blystone & Donaldson ("B&D") as financial advisor to assist the Companies in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance such Company's rights and interests; and, in connection therewith, each Authorized Body be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and after the filing of each Company's Chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of B&D;

FURTHER RESOLVED that each Company and each authorized officer or authorized person be, and hereby is, authorized and empowered on behalf of, and in the name of, each Company to engage any

other professionals, financial advisors or claims agent as deemed necessary or appropriate in their respective sole discretion to assist such Company in carrying out its duties under the Bankruptcy Code, including executing appropriate retention agreements, paying appropriate retainers prior to or after the filing of each Company's Chapter 11 case, and filing appropriate applications for authority to retain the services of any other professionals as any authorized officer shall in its discretion determine necessary;

FURTHER RESOLVED, that all actions heretofore taken by the officers and authorized persons of each of the Companies with respect to the foregoing transactions and all other matters contemplated by the foregoing resolutions are hereby in all respects, authorized, approved, confirmed, adopted and ratified;

FURTHER RESOLVED, that that all members and managers of the Companies have received sufficient notice of the actions and transactions relating to the matters by the foregoing resolutions, as may be required by the organizational documents of each Company or have waived any right to have received such notice;

FURTHER RESOLVED, that, to the extent that this written consent of each of the Authorizing Bodies may be executed and delivered by means of a facsimile machine or other electronic transmission (including e-mail of a "pdf" signature), this written consent shall be treated in all manners and respects and for all purposes as an original written consent and shall be considered to have the same binding legal effect as if it were the original signed version thereof delivered in person; and

FURTHER RESLOVED, that this written consent may be executed in any number of counterparts, each of which shall for all purposes be deemed an original, and all such counterparts together shall constitute one and the same document.

[REMAINDER OF PAGE LEFT BLANK]

[SIGNATURE PAGE TO FOLLOW]

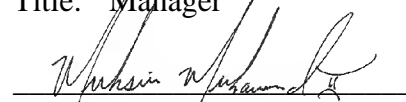
IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first set forth above.

AETIUS COMPANIES, LLC



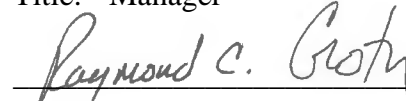
By: Denis Ackah-Yensu

Title: Manager



By: Muhsin Muhammad II

Title: Manager



By: Raymond Groth

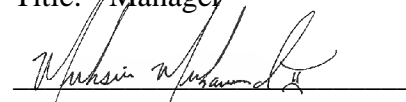
Title: Manager

AETIUS RESTAURANT GROUP, LLC



By: Denis Ackah-Yensu

Title: Manager



By: Muhsin Muhammad II

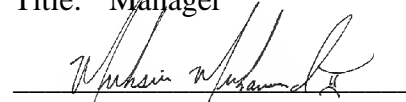
Title: Manager

AETIUS FRANCHISING, LLC



By: Denis Ackah-Yensu

Title: Manager



By: Muhsin Muhammad II

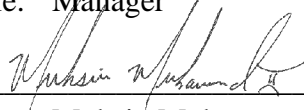
Title: Manager

AETIUS RESTAURANT HOLDINGS, LLC



By: Denis Ackah-Yensu

Title: Manager



By: Muhsin Muhammad II

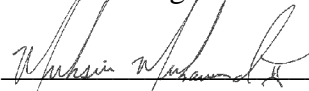
Title: Manager

SW CHARLOTTE, LLC



By: Denis Ackah-Yensu

Title: Manager



By: Muhsin Muhammad II

Title: Manager

JACKSONVILLE WWC, LLC



By: Denis Ackah-Yensu

Title: Manager

RALEIGH WINGS, LLC



By: Denis Ackah-Yensu

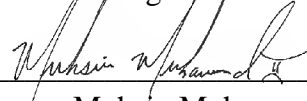
Title: Manager

NORTH CHARLESTON WINGS, LLC



By: Denis Ackah-Yensu

Title: Manager



By: Muhsin Muhammad II

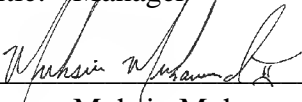
Title: Manager

WILMINGTON WINGS LLC



By: Denis Ackah-Yensu


Title: Manager



By: Muhsin Muhammad II

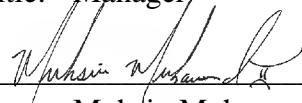
Title: Manager

BLUFFTON WINGS, LLC



By: Denis Ackah-Yensu

Title: Manager



By: Muhsin Muhammad II

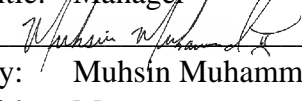
Title: Manager

VISTA WINGS, LLC



By: Denis Ackah-Yensu

Title: Manager



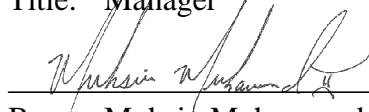
By: Muhsin Muhammad II

Title: Manager

WINGS OVER SPARTANBURG, LLC



By: Denis Ackah-Yensu
Title: Manager



By: Muhsin Muhammad II
Title: Manager

ANDERSON WINGS, LLC



By: Denis Ackah-Yensu
Title: Manager

GASTONIA WINGS, LLC



By: Denis Ackah-Yensu
Title: Manager

GREENVILLE WWC, LLC



By: Denis Ackah-Yensu
Title: Manager

SAVANNAH WWC, LLC



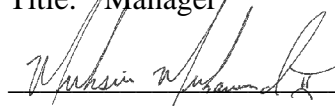
By: Denis Ackah-Yensu
Title: Manager

AETIUS INTERMEDIATE
COMPANY, LLC



By: Denis Ackah-Yensu

Title: Manager



By: Muhsin Muhammad II

Title: Manager

WILD WINGS OF MCDONOUGH, LLC



By: Denis Ackah-Yensu

Title: Manager

WILD WINGS OF CHARLOTTE, LLC



By: Denis Ackah-Yensu

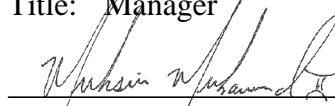
Title: Manager

ROCK HILL WINGS, LLC



By: Denis Ackah-Yensu

Title: Manager



By: Muhsin Muhammad II

Title: Manager